

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

FRONTIER AIRLINES, INC.,

Plaintiff,

v.

AMCK AVIATION HOLDINGS IRELAND
LIMITED, ACCIPITER INVESTMENT 4
LIMITED, VERMILLION AVIATION (TWO)
LIMITED, WELLS FARGO TRUST COMPANY,
N.A., solely in its capacity as OWNER TRUSTEE,
and UMB BANK, N.A., solely in its capacity as
OWNER TRUSTEE,

Defendants.

20 Civ. 9713 (LLS)

DECLARATION OF JEFF E. BUTLER

Jeff E. Butler declares and states as follows:

1. I am a member of the firm Clifford Chance US LLP, counsel for Defendants AMCK Aviation Holdings Ireland Limited (“AMCK”), Accipiter Investments Aircraft 4 Limited (“Accipiter”), Vermillion Aviation (Two) Limited (“Vermillion”), Wells Fargo Trust Company, N.A., not in its individual capacity but solely as owner trustee (“Wells Fargo”) and UMB Bank, N.A., not in its individual capacity but solely as owner trustee (“UMB”)(collectively, “Defendants”) in the above-captioned action.

2. Attached as Exhibit 1 is a true and correct copy of a November 13, 2019 email from Dovile Kukulskiene, as produced by Frontier in this action.

3. Attached as Exhibit 2 is a true and correct copy of a November 26, 2019 email from Michael McInerney, as produced by Frontier in this action.

4. Attached as Exhibit 3 is a true and correct copy of a document produced by Frontier in this action and marked Attorneys’ Eyes Only.

5. Attached as Exhibit 4 is a true and correct copy of certain April 6, 2020 text messages, as produced by Frontier in this action.

6. Attached as Exhibit 5 is a true and correct copy of certain April 6, 2020 text messages, as produced by Frontier in this action.

7. Attached as Exhibit 6 is a true and correct copy of an April 6, 2020 text message from Robert Fanning, as produced by Frontier in this action.

8. Attached as Exhibit 7 are true and correct copies of certain April 7, 2020 text messages produced by Frontier in this action, as used as an exhibit at the April 6, 2022 deposition of Jimmy Dempsey.

9. Attached as Exhibit 8 is a true and correct copy of a document produced by Frontier in this action and marked Attorneys' Eyes Only.

10. Attached as Exhibit 9 is a true and correct copy of a document produced by Frontier in this action and marked Attorneys' Eyes Only.

11. Attached as Exhibit 10 is a true and correct copy of a document produced by Frontier in this action and marked Attorneys' Eyes Only.

12. Attached as Exhibit 11 is a true and correct copy of a document produced by Frontier in this action and marked Attorneys' Eyes Only.

13. Attached as Exhibit 12 is a true and correct copy of certain April 23, 2020 text messages, as produced by Frontier in this action.

14. Attached as Exhibit 13 is a true and correct copy of certain April 25, 2020 text messages, as produced by Frontier in this action.

15. Attached as Exhibit 14 is a true and correct copy of certain April 29, 2020 text messages, as produced by Frontier in this action.

16. Attached as Exhibit 15 is a true and correct copy of a May 1, 2020 text message from Robert Fanning, as produced by Frontier in this action.

17. Attached as Exhibit 16 is a true and correct copy of a document produced by Frontier in this action and marked as Attorneys' Eyes Only.

18. Attached as Exhibit 17 is a true and correct copy of a May 8, 2020 email from Sharath Sashikumar Bindu, as produced by Frontier in this action.

19. Attached as Exhibit 18 is a true and correct copy of a May 8, 2020 email from Sharath Sashikumar Bindu, as produced by Frontier in this action.

20. Attached as Exhibit 19 is a true and correct copy of a May 13, 2020 email from Erik Hauglid, as produced by Frontier in this action.

21. Attached as Exhibit 20 is a true and correct copy of Frontier's Complaint in this action, filed on November 18, 2020.

22. Attached as Exhibit 21 is a true and correct copy of an excerpt from a Form S-1 filed by Frontier with the U.S. Securities and Exchange Commission ("SEC") on March 8, 2021, as obtained from the SEC's website.

23. Attached as Exhibit 22 is a true and correct copy of Frontier's Responses and Objections to Defendants' First Interrogatories, dated August 23, 2021.

24. Attached as Exhibit 23 is a true and correct copy of excerpts of a transcript of the deposition of Spencer Thwaytes that took place on March 30, 2022.

25. Attached as Exhibit 24 is a true and correct copy of excerpts of a transcript of the deposition of Sharath Sashikumar Bindu that took place on April 1, 2022.

26. Attached as Exhibit 25 is a true and correct copy of excerpts of a transcript of the deposition of Robert Fanning that took place on April 4, 2022.

27. Attached as Exhibit 26 is a true and correct copy of excerpts of a transcript of the deposition of Jimmy Dempsey that took place on April 6, 2022.

28. Attached as Exhibit 27 is a true and correct copy of Frontier's Responses and Objections to Defendants' Requests for Admission, dated April 29, 2022.

I declare under penalty of perjury under the laws of the United States America that the foregoing is true and correct.

Dated: November 11, 2022

s/ Jeff E. Butler

Jeff E. Butler